

Arent, Fox, Kintner, Plotkin & Kahn

Washington Square 1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5339

John D. Hushon
(202) 857-6290

December 19, 1988
JDH-88/340

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-354A075
Date DEC 19 1988
Fee \$ 13.00
ICC Washington, D.C.

Re: File No. 9909 DEC 19 1988 3-25 PM

Dear Madam:

RECORDATION NO. 9909-44 Filed 1425

I enclose for your recordation in accordance with 49 U.S.C. §11303 executed and notarized copies of a release of security interest dated October 28, 1988. The Security Agreement was filed with your office and assigned File No. 9909. The names of the parties to the above document are as follows:

Grantor:

Mississippi Power Company

Secured Parties:

Morgan Guaranty Trust Company of New York

Collateral Covered:

See Schedule 1-A

Previous filings have been made with the ICC with respect to the railroad cars described above (Document No. 9909).

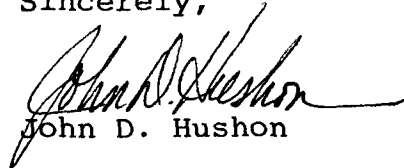
A filing fee is enclosed. I would appreciate your filing the foregoing document under the provisions of 49 U.S.C. §11303 and stamping the additional copies of the document for return to the parties involved in the transaction. We would also appreciate your returning to us a stamped copy of this transmittal letter, which is enclosed.

The undersigned certifies that he is acting as special ICC counsel in this transaction, that he has reviewed

Secretary
December 19, 1988
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the above described documents and that the summary
description contained in this transmittal letter is accurate.

Sincerely,

A handwritten signature in cursive script, appearing to read "John D. Hushon", written in dark ink. The signature is fluid and extends to the right.

John D. Hushon

Enclosures

DESCRIPTION OF CARS

Quantity: 95 Cars

AAR Mechanical Designation: HTS

Identification Numbers:

DEGX	81468	DEGX	80323	DEGX	78167	DEGX	78008
DEGX	78073	DEGX	80452	DEGX	78049	DEGX	78198
DEGX	81473	DEGX	78098	DEGX	80440	DEGX	80357
DEGX	80286	DEGX	80330	DEGX	78196	DEGX	78118
DEGX	78017	DEGX	80307	DEGX	80398	DEGX	80437
DEGX	80263	DEGX	78146	DEGX	78173	DEGX	80451
DEGX	80312	DEGX	80239	DEGX	80348	DEGX	78099
DEGX	78087	DEGX	78137	DEGX	78023	DEGX	78033
DEGX	78069	DEGX	78165	DEGX	78116		
DEGX	78090	DEGX	78108	DEGX	78199		
DEGX	80310	DEGX	80365	DEGX	78051		
DEGX	80261	DEGX	81480	DEGX	80359		
DEGX	80390	DEGX	80320	DEGX	78208		
DEGX	78133	DEGX	80247	DEGX	78189		
DEGX	80300	DEGX	78204	DEGX	78111		
DEGX	78122	DEGX	78214	DEGX	80276		
DEGX	80458	DEGX	80314	DEGX	80399		
DEGX	80376	DEGX	78055	DEGX	80309		
DEGX	78044	DEGX	78180	DEGX	78144		
DEGX	78222	DEGX	78061	DEGX	80295		
DEGX	78066	DEGX	78123	DEGX	78105		
DEGX	80285	DEGX	78060	DEGX	80338		
DEGX	78048	DEGX	78207	DEGX	81482		
DEGX	80420	DEGX	78013	DEGX	80454		
DEGX	81483	DEGX	78062	DEGX	78082		
DEGX	78120	DEGX	80386	DEGX	80292		
DEGX	80358	DEGX	78150	DEGX	80264		
DEGX	78009	DEGX	78170	DEGX	78223		
DEGX	81466	DEGX	80266	DEGX	80331		

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

12/19/88

John D. Eushon
Washington Square
1050 Connecticut Ave. N.W.
Washington, D.C. 20036

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/19/88 at 3:25PM, and assigned recordation number(s). 9909-GG, 11916-AA & 15489-D

Sincerely yours,

Narta R. McEne

Secretary

Enclosure(s)

STATE OF NEW YORK)
)SS.:
 COUNTY OF NEW YORK)

WHEREAS, the title of MISSISSIPPI POWER COMPANY to the property hereinafter described is subject to the lien of the Indenture dated as of September 1, 1941, as amended and supplemented (hereinafter called the "Indenture"), and executed by Mississippi Power Company (hereinafter called the "Company") to Guaranty Trust Company of New York (now Morgan Guaranty Trust Company of New York), as Trustee; and

WHEREAS, pursuant to the provisions of Section 10.03 of the Indenture, the Company has requested the undersigned, as Trustee under the Indenture, to release such property from the lien of the Indenture and such other action has been taken in respect thereto as is required by the Indenture;

NOW, THEREFORE, MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Trustee, under the authority of Section 10.03 of the Indenture, does hereby release from the lien of the Indenture all of its right, title and interest in and to the steel coal railroad hopper cars listed and described in Schedule 1 and for the consideration as described in Schedule 2, both attached hereto and made a part hereof.

This release specifically releases the specific coal railcars described and listed on Schedule 1 attached from the lien of the said Indenture as filed with the Interstate Commerce Commission, Washington, D.C., as by law provided.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York has caused its corporate name to be hereunto affixed and this instrument to be signed by its President or a Vice President or a Trust Officer and its corporate seal to be hereunto affixed and attested by its Secretary or an Assistant Secretary, for and in its behalf on this the 28th day of October, 1988.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
 as Trustee,

By

JOHN W. COLE

Vice President

ATTEST:

DANIEL R. FISHER ASSISTANT SECRETARY

STATE OF NEW YORK)
)SS.:
 COUNTY OF NEW YORK)

Personally appeared before me, the undersigned authority in and for the aforesaid state and county, JOHN W. COLE and DANIEL R. FISHER, as Vice President and ASSISTANT SECRETARY of Morgan Guaranty Trust Company of New York, who acknowledge that they signed, attached the corporate seal of the corporation thereto, and delivered the foregoing instrument on the day and year therein stated, by the authority of and as the act and deed of the corporation.

Given under my hand and official seal this 28th day of OCTOBER, 1988.

SUSAN PAEK
 Notary Public, State of New York
 No. 31-4904169
 Qualified in New York County
 My Commission Expires Dec. 7, 1989

SCHEDULE I

LISTING OF STEEL RAILCARS SOLD BY
MISSISSIPPI POWER COMPANY
TO PLM INTERNATIONAL, INC. ON OCTOBER 28, 1988

Description of Cars

Quantity: 95 Cars (Steel Coal Hopper Railroad Cars)

AAR Mechanical Designation: HTS

Identification Numbers as follows:

DEGX	81468	DEGX	80323	DEGX	78167	DEGX	78008
DEGX	78073	DEGX	80452	DEGX	78049	DEGX	78198
DEGX	81473	DEGX	78098	DEGX	80440	DEGX	80357
DEGX	80286	DEGX	80330	DEGX	78196	DEGX	78118
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DEGX	80263	DEGX	78146	DEGX	78173	DEGX	80451
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DEGX	78087	DEGX	78137	DEGX	78023	DEGX	78033
DEGX	78069	DEGX	78165	DEGX	78116		
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DEGX	80310	DEGX	80363	DEGX	78051		
DEGX	80261	DEGX	81480	DEGX	80359		
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DEGX	78120	DEGX	80386	DEGX	80292		
DEGX	80358	DEGX	78150	DEGX	80264		
DEGX	78009	DEGX	78170	DEGX	78223		
DEGX	81466	DEGX	80266	DEGX	80331		

SCHEDULE II

Consideration Received: \$1,102,522.50, representing the current fair market value of Mississippi Power Company's interest in said railroad cars.